

LAW OFFICES
MORGAN, LEWIS & BOCKIUS LLP
101 Park Avenue
New York, New York 10178
(212) 309-6000

1701 Market Street
Philadelphia, PA 19103
(215) 963-5000

ATTORNEYS FOR DEFENDANTS

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CARMELO MILLAN, individually, and on Behalf
of All Other Persons Similarly Situated,

Plaintiffs,

vs.

CITIGROUP, INC.,
CITIGROUP TECHNOLOGY, INC.

Defendants.

Civil Action No. 07-CIV-3769

Electronically Filed

**MEMORANDUM OF LAW IN SUPPORT OF
UNOPPOSED MOTION TO FILE EXHIBITS IN
SUPPORT OF DEFENDANTS' REPLY BRIEF IN FURTHER SUPPORT OF
MOTION FOR SUMMARY JUDGMENT
WITH CONFIDENTIAL INFORMATION UNDER SEAL**

Defendants Citigroup Inc. and Citigroup Technology, Inc. (collectively "Defendants"), by and through their undersigned counsel Morgan, Lewis & Bockius LLP, hereby submit this memorandum of law pursuant to Rule 6 of the United States District Court, Southern District of New York, Procedures for Electronic Case Filing and request that they be allowed to file Exhibits J-M attached to the Affidavit of Sarah E. Pontoski under seal. Plaintiff has agreed not

to oppose this motion so long as Defendants' motion is consistent with the Confidentiality Agreement and Order that this Court entered on February 20, 2008.

On February 20, 2008, the Court entered a Confidentiality Agreement and Order, which the parties agree govern the treatment of confidential discovery material and the filing thereof. (Docket No. 25). Pursuant to the Confidentiality Agreement and Order, discovery materials are defined as Confidential if the “[d]iscovery materials contain[] trade secrets, or other sensitive business, commercial, proprietary, financial, personal or personnel information or any extracts or summaries thereof that is not publicly filed with any state or regulatory authority.” In addition, pursuant to the Confidentiality Agreement and Order, the parties have agreed to file discovery materials designated as Confidential pursuant to the Confidentiality Agreement and Order under seal with the Court. (Id.).

Due to the confidential nature of the commercial and proprietary business information that is contained in Exhibits J-M of the Affidavit of Sarah E. Pontoski, Defendants respectfully request that the Court permit them to file Exhibits J-M of the Affidavit of Sarah E. Pontoski under seal. These documents have not been publicly filed with any state or regulatory authority. Defendants' designation of these documents as Confidential is consistent with the terms of the Confidentiality Agreement and Order entered by the Court on February 22, 2008. (Docket No. 25).

Dated: April 1, 2008

Respectfully submitted,

By: /s/ Sarah E. Bouchard
 Sam S. Shaulson (SS 0460)
 MORGAN, LEWIS & BOCKIUS LLP
 101 Park Avenue
 New York, New York 10178
 (212) 309-6000

Sarah E. Bouchard (Pa. I.D. #77088)

Sarah E. Pontoski (Pa. I.D. #91569)
Admitted Pro Hac Vice
MORGAN, LEWIS & BOCKIUS LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5387/5077/5059/5763